

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	X	
	:	Chapter 11
	:	
CINEWORLD GROUP PLC, <i>et al.</i> , ¹	:	Case No. 22-90168 (MI)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

**SECOND VERIFIED STATEMENT OF ARNOLD & PORTER KAYE SCHOLER LLP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Arnold & Porter Kaye Scholer LLP (“A&P”) hereby submits this verified statement (this “Second Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) in connection with A&P’s representation of an ad hoc group of lenders (collectively, the “Legacy Lender Group”) under: i) that certain Credit Agreement, dated as of February 28, 2018 (as amended, restated, modified or otherwise supplemented from time to time, the “2018 Credit Agreement”), among Crown UK HoldCo Limited (“Holdings”), Crown Finance US Inc. as borrower (the “U.S. Borrower”), the other loan parties, the lenders party thereto from time to time, and Barclays Bank plc (“Barclays”), as administrative agent; and ii) that certain Superpriority Secured Debtor-in-Possession Credit Agreement, dated as of September 9, 2022 (as amended, restated, modified or otherwise supplemented from time to time, the “DIP Credit Agreement”), among Holdings, the U.S. Borrower, the lenders party thereto from time to time, and Barclays.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.ra.kroll.com/cineworld/>. The location of the Debtor Cineworld Group plc’s principal place of business and the Debtors’ service address in these chapter 11 cases is 8th Floor Vantage London, Great West Road, Brentford, England, TW8 9AG, United Kingdom.

1. The Legacy Lender Group is comprised of the following institutions or funds, accounts and entities managed by the following institutions: Acasta Partners UK, AlbaCore Capital LLP, Anchorage Capital Group, L.L.C., Antara Capital LP, Bain Capital Credit, LP, Bardin Hill Investment Partners LP, Benefit Street Partners L.L.C., Blackstone Alternative Credit Advisors LP, Blantyre Capital Limited, Caius Capital LLP, Carlyle CLO Management LLC, CIFIC Asset Management LLC, Credit Suisse Asset Management, LLC, Cross Ocean Partners Management LP, Cyrus Capital Partners, L.P., Eaton Vance Management, Fidelity Management & Research Company, LLC, First Eagle Alternative Credit, LLC, Hayfin Capital Management LLP, Highbridge Capital Management, LLC, HPS Investment Partners, LLC, Invesco Senior Secured Management, Inc., J.P. Morgan Asset Management (UK) Limited, JPMorgan Chase Bank, N.A., Marathon Asset Management, LP, Mariner Investment Group, LLC, Nuveen Asset Management, LLC, Octagon Credit Investors, LLC, Sand Grove Capital Management, LLP, Sixth Street Partners, LLC, Solus Alternative Asset Management LP, Sound Point Capital Management, LP, System 2 Capital LLP, Wellington Management Company LLP, and Whitebox Advisors LLC.

2. Members of the Legacy Lender Group first retained A&P in connection with the evaluation of the Debtors' liquidity options and the financing provided under the 2020 Credit Agreement. A&P is representing the Legacy Lender Group in connection with these chapter 11 cases in its capacity as a group of lenders under the 2018 Credit Agreement and/or the DIP Credit Agreement.

3. In accordance with Bankruptcy Rule 2019(c), attached hereto as **Exhibit A** is a list setting forth the name, address and the "nature and amount of all disclosable economic interests" held, advised, or managed (whether directly, indirectly, or in derivative form) by each member of the Legacy Lender Group (and/or their affiliates and/or managed funds, accounts or entities), in

the aggregate, in relation to the Debtors, as of January 4, 2023, and/or for which such member has investment or voting discretion or control as of such date.² The information set forth in **Exhibit A** was provided and/or confirmed by each respective member of the Legacy Lender Group to A&P. A&P does not make any representation regarding the validity, amount, allowance, or priority of such claims, and A&P reserves all rights with respect thereto.

4. A&P represents only the interests of the members of the Legacy Lender Group listed on **Exhibit A** hereto and does not represent or purport to represent any other entities or interests in connection with these chapter 11 cases. In addition, each member of the Legacy Lender Group does not purport to act, represent or speak on behalf of any entity in connection with the Debtors' chapter 11 cases other than itself.

5. Nothing in this Second Statement shall be construed as: (i) a limitation upon, or waiver of, the rights of each member of the Legacy Lender Group to assert, file, or amend its or their claims in accordance with applicable law and any orders entered in these cases; or (ii) an admission or waiver with respect to any fact or legal theory.

6. The information contained herein is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other use or purpose.

7. A&P reserves the right to supplement or amend this Second Statement at any time for any reason.

² This Second Statement may be updated periodically to reflect changes in the members of the Legacy Lender Group or claims or interests held by members of the Legacy Lender Group. In addition, individuals associated with members of the Legacy Lender Group may own debt or securities of the Debtors in their individual capacities; A&P does not represent those individuals in such capacities.

Dated: January 5, 2023

/s/ C. Thomas Kruse

ARNOLD & PORTER KAYE SCHOLER LLP

C. Thomas Kruse (Texas Bar No. 11742535)

700 Louisiana St, Suite 4000

Houston, Texas 77002

Telephone: (713) 576-2400

Facsimile: (713) 576-2499

E-mail: thomas.kruse@arnoldporter.com

- and -

Michael D. Messersmith (admitted *pro hac vice*)

Brian J. Lohan (admitted *pro hac vice*)

70 West Madison Street, Suite 4200

Chicago, Illinois 60602

Telephone: (312) 583-2300

Facsimile: (312) 583-2360

E-mail: michael.messersmith@arnoldporter.com

brian.lohan@arnoldporter.com

- and -

Maja Zerjal Fink (admitted *pro hac vice*)

Alan Glantz (admitted *pro hac vice*)

250 West 55th Street

New York, New York 10019

Telephone: (212) 836-8000

Facsimile: (212) 836-8689

E-mail: maja.zerjalfink@arnoldporter.com

alan.glantz@arnoldporter.com

Counsel to the Legacy Lender Group

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing was served electronically via the Court's ECF filing system on January 5, 2023.

/s/C. Thomas Kruse
C. Thomas Kruse

EXHIBIT A

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTERESTS
Acasta Partners UK	4 Sloane Terrace London SW1X 9DQ, UK	<u>2018 Term Loan Holdings:</u> ¹ \$43,703,000.00 <u>DIP Loan Holdings:</u> ² \$26,026,269.24 <u>Convertible Notes:</u> ³ N/A <u>Equity Interests:</u> ⁴ N/A
AlbaCore Capital LLP	55 St. James's St. London, SW1A 1LA, UK	<u>2018 Term Loan Holdings:</u> \$154,028,349.11 <u>DIP Loan Holdings:</u> \$82,697,197.16 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Anchorage Capital Group, L.L.C. ⁵	610 Broadway, 6 th Floor New York, NY 10012	<u>2018 Term Loan Holdings:</u> \$142,747,940.00 <u>DIP Loan Holdings:</u> \$77,625,451.23 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Antara Capital LP	55 Hudson Yards, 47 th Floor, Suite C New York, NY 10001	<u>2018 Term Loan Holdings:</u> \$111,993,159.94 <u>DIP Loan Holdings:</u> N/A <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Bain Capital Credit, LP	Attn: Bain Capital Credit Docs 200 Clarendon St. Boston, MA 02116	<u>2018 Term Loan Holdings:</u> \$40,416,810.01 <u>DIP Loan Holdings:</u> \$20,527,603.84 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> 2,572,274 (warrants)
Bardin Hill Investment Partners LP	299 Park Ave., 24 th Floor New York, NY 10171	<u>2018 Term Loan Holdings:</u> \$57,927,248.00 <u>DIP Loan Holdings:</u> \$25,158,169.93 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Blackstone Alternative Credit Advisors LP ⁶	345 Park Ave. New York, NY 10154	<u>2018 Term Loan Holdings:</u> \$264,974,885.53 <u>DIP Loan Holdings:</u> N/A <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A

¹ “2018 Term Loan Holdings” as used herein, represents the principal balance of the Term Loans (as defined in the 2018 Credit Agreement) and the Revolving Credit Facility of each respective member of the Legacy Lender Group as of January 4, 2023. These holdings represent self-reported net amounts, including settled and unsettled trades.

² “DIP Loan Holdings” as used herein, represents the principal balance of the Loans (as defined in the DIP Credit Agreement) of each respective member of the Legacy Lender Group as of January 4, 2023. These holdings represent self-reported net amounts, including settled and unsettled trades.

³ “Convertible Notes” as used herein, represents the principal balance of the 7.50% convertible notes originally issued by Cineworld Funding (Jersey) Limited pursuant to that certain subscription agreement dated as of March 24, 2021, held by each respective member of the Legacy Lender Group as of January 4, 2023. These holdings represent self-reported net amounts, including settled and unsettled trades.

⁴ “Equity Interests” as used herein, represents the number of shares of common stock outstanding (and/or the monetary value of warrants) of Cineworld Group plc owned by each respective member of the Legacy Lender Group as of January 4, 2023. These holdings represent self-reported holdings of equity interests. For the avoidance of doubt, any potential conversion of the Convertible Notes is not taken into account in the Equity Interests.

⁵ Includes certain funds, accounts, or other investment vehicles managed, advised, or otherwise by Anchorage Collateral Management, L.L.C., Anchorage Strategies Advisor, L.L.C., or Anchorage Opportunities Advisor, L.L.C.

⁶ Collectively with its affiliates and funds, accounts and clients managed, advised or sub-advised by any of them.

Blantyre Capital Limited	52 Jermyn St. London, SW1Y 6LX, UK	<u>2018 Term Loan Holdings:</u> \$243,478,343.00 <u>DIP Loan Holdings:</u> \$27,713,328.92 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Benefit Street Partners L.L.C.	9 W. 57 th St., Suite 4920 New York, NY 10019	<u>2018 Term Loan Holdings:</u> \$149,781,902.87 <u>DIP Loan Holdings:</u> \$371,884.90 <u>Convertible Notes:</u> \$11,000,000.00 <u>Equity Interests:</u> 1,307,100 (warrants)
Caius Capital LLP	135-137 New Bond St. London, W1S 2TQ, UK	<u>2018 Term Loan Holdings:</u> \$69,334,522.05 <u>DIP Loan Holdings:</u> \$52,143,934.13 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Carlyle CLO Management LLC	1001 Pennsylvania Ave. NW Washington, DC 20004	<u>2018 Term Loan Holdings:</u> \$87,873,878.60 <u>DIP Loan Holdings:</u> \$42,746,254.42 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
CIFC Asset Management LLC	875 Third Ave., 24 th Floor New York, NY 10022	<u>2018 Term Loan Holdings:</u> \$81,287,227.00 <u>DIP Loan Holdings:</u> \$2,723,008.00 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Credit Suisse Asset Management, LLC ⁷	11 Madison Ave. New York, NY 10010	<u>2018 Term Loan Holdings:</u> \$110,837,380.91 <u>DIP Loan Holdings:</u> \$58,929,782.80 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> 4,224,125 (warrants)
Cross Ocean Partners Management LP	20 Horseneck Ln. Greenwich, CT 06830	<u>2018 Term Loan Holdings:</u> \$101,881,316.35 <u>DIP Loan Holdings:</u> \$37,000,218.68 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Cyrus Capital Partners, L.P.	65 E. 55 th St. New York, NY 10022	<u>2018 Term Loan Holdings:</u> \$97,312,786.00 <u>DIP Loan Holdings:</u> \$112,657,535.00 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Eaton Vance Management	2 International Pl., 9 th Floor Boston, MA 02110	<u>2018 Term Loan Holdings:</u> \$77,680,000.00 <u>DIP Loan Holdings:</u> \$45,880,000.00 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> 6,374,619 (warrants)
Fidelity Management & Research Company, LLC	88 Black Falcon Ave., Suite 167 Boston, MA 02210	<u>2018 Term Loan Holdings:</u> \$61,115,700.00 <u>DIP Loan Holdings:</u> \$30,804,440.00 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> 2,685,238 (warrants)
First Eagle Alternative Credit, LLC	227 W. Monroe St., Suite 3800 Chicago, IL 60606	<u>2018 Term Loan Holdings:</u> \$63,453,900.08 <u>DIP Loan Holdings:</u> \$31,122,027.24 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A

⁷ Includes certain funds, accounts, or other investment vehicles managed, advised, or otherwise by Credit Suisse Asset Management, LLC or Credit Suisse Asset Management Limited.

Hayfin Capital Management LLP	1 Eagle Pl. London, SW1Y 6AF, UK	<u>2018 Term Loan Holdings:</u> \$77,552,511.36 <u>DIP Loan Holdings:</u> N/A <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Highbridge Capital Management, LLC	277 Park Avenue, 23 rd Floor New York, NY 10172	<u>2018 Term Loan Holdings:</u> \$83,867,261.86 <u>DIP Loan Holdings:</u> \$48,932,048.51 <u>Convertible Notes:</u> \$40,800,000.00 <u>Equity Interests:</u> N/A
HPS Investment Partners, LLC	40 W. 57 th St. New York, NY 10019	<u>2018 Term Loan Holdings:</u> \$15,830,197.87 <u>DIP Loan Holdings:</u> \$2,115,079.68 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> 1,978,796 (warrants)
Invesco Senior Secured Management, Inc.	3500 Lacey Rd., Suite 700 Downers Grove, IL 60515-5456	<u>2018 Term Loan Holdings:</u> \$220,193,835.29 <u>DIP Loan Holdings:</u> \$140,784,433.62 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> 5,709,114 (warrants)
J.P. Morgan Asset Management (UK) Limited	60 Victoria Embankment London, EC4Y 0JP, UK	<u>2018 Term Loan Holdings:</u> \$58,842,591.30 <u>DIP Loan Holdings:</u> \$28,904,091.86 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
JPMorgan Chase Bank, N.A. ⁸	1111 Polaris Parkway Columbus, OH 43240	<u>2018 Term Loan Holdings:</u> \$37,209,536.93 <u>DIP Loan Holdings:</u> \$33,731,951.05 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> 8,247,599 (warrants)
Marathon Asset Management, LP	1 Bryant Park, 38 th Floor New York, NY 10036	<u>2018 Term Loan Holdings:</u> \$103,306,819.14 <u>DIP Loan Holdings:</u> \$95,096,673.33 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Mariner Investment Group, LLC	500 Mamaroneck Ave., 1 st Floor Harrison, NY 10528	<u>2018 Term Loan Holdings:</u> \$25,940,500.28 <u>DIP Loan Holdings:</u> \$6,955,051.08 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Nuveen Asset Management, LLC ⁹	8625 Andrew Carnegie Blvd. Charlotte, NC 28262	<u>2018 Term Loan Holdings:</u> \$111,733,439.86 <u>DIP Loan Holdings:</u> \$63,010,892.52 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> 68,906 (warrants)
Octagon Credit Investors, LLC	250 Park Ave., 15 th Floor New York, NY 10177	<u>2018 Term Loan Holdings:</u> \$52,025,673.29 <u>DIP Loan Holdings:</u> \$23,783,227.60 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> \$115,299.88 (warrants)
Sand Grove Capital Management LLP	5 Hanover Square, 6 th Floor London W1S 1HE	<u>2018 Term Loan Holdings:</u> \$67,870,000.00 <u>DIP Loan Holdings:</u> \$9,824,207.68 <u>Convertible Notes:</u> \$78,400,000.00 <u>Equity Interests:</u> 14,493,042 shares (short position)

⁸ Includes certain holdings of JPMorgan Chase Bank, N.A., J.P. Morgan Securities PLC and JPMorgan Chase Bank, N.A. London Branch.

⁹ On behalf of funds and accounts managed or advised by it.

Sixth Street Partners, LLC ¹⁰	345 California St. San Francisco, CA 94104	<u>2018 Term Loan Holdings:</u> \$174,922,456.00 <u>DIP Loan Holdings:</u> \$93,672,953.00 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Solus Alternative Asset Management LP	25 Maple St. Summit, NJ 07901	<u>2018 Term Loan Holdings:</u> \$62,169,777.42 <u>DIP Loan Holdings:</u> N/A <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Sound Point Capital Management, LP	375 Park Ave., 33 rd Floor New York, NY 10152	<u>2018 Term Loan Holdings:</u> \$95,029,046.92 <u>DIP Loan Holdings:</u> \$27,194,678.79 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> 437,920 (warrants)
System 2 Capital LLP	48 Dover St. London, W1S 4FF, UK	<u>2018 Term Loan Holdings:</u> \$59,897,123.65 <u>DIP Loan Holdings:</u> \$29,399,265.88 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Wellington Management Company LLP	280 Congress St. Boston, MA 02210	<u>2018 Term Loan Holdings:</u> \$52,422,361.56 <u>DIP Loan Holdings:</u> \$34,726,590.68 <u>Convertible Notes:</u> N/A <u>Equity Interests:</u> N/A
Whitebox Advisors LLC	3033 Excelsior Blvd., Suite 500 Minneapolis, MN 55416	<u>2018 Term Loan Holdings:</u> \$90,693,453.67 <u>DIP Loan Holdings:</u> \$54,134,166.93 <u>Convertible Notes:</u> \$32,000,000.00 <u>Equity Interests:</u> 5 shares

¹⁰ Holdings attributable to Sixth Street Partners, LLC include positions held by certain entities, funds and/or accounts managed, advised or controlled by affiliates of Sixth Street Partners, LLC.